

TOGUT, SEGAL & SEGAL LLP  
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*Counsel for the Chapter 11 Trustee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
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: :  
WONDERWORK, INC., : Case No.: 16-13607 (MKV)  
: :  
Debtor. :  
: :  
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**DECLARATION OF MAXIMILIAN A. FERULLO REGARDING  
VOTING AND TABULATION OF BALLOTS ACCEPTING AND REJECTING  
THE TRUSTEE'S AMENDED CHAPTER 11 PLAN OF LIQUIDATION FOR THE  
BANKRUPTCY ESTATE OF WONDERWORK, INC., DATED AUGUST 8, 2018**

I, Maximilian A. Ferullo, declare, under penalty of perjury:

1. I am an attorney employed by Togut, Segal & Segal LLP (the "Togut Firm") located at One Penn Plaza, Suite 3335, New York, New York 10119, counsel to Stephen S. Gray, not individually but solely in his capacity as Chapter 11 Trustee (the "Trustee") for the bankruptcy estate of WonderWork, Inc. (the "Debtor").

2. On August 8, 2018, the Court entered its Order Approving: (I) the Disclosure Statement; (II) the Form and Manner of the Disclosure Statement Hearing Notice; (III) Certain Key Dates Relating to Confirmation of the Plan; (IV) Procedures for Solicitation; (V) Form of Notices and Ballot; (VI) Procedures for Tabulation of Votes; and (VII) Form and Manner of Notice of the Confirmation Hearing and Objections to

Confirmation of the Plan [Docket No. 437] (the “Disclosure Statement Approval Order”)<sup>1</sup>, pursuant to which the Court (a) approved the Chapter 11 Trustee’s Disclosure Statement related to the Plan (as defined below); (b) authorized the Trustee to solicit votes on the *Amended Chapter 11 Plan of Liquidation for the Bankruptcy Estate of WonderWork, Inc. as Proposed by the Chapter 11 Trustee* [Docket No. 438] (the “Plan”) and (c) approved procedures for soliciting, receiving and tabulating votes on the Plan (the “Solicitation and Voting Procedures”).

3. The Togut Firm has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization and liquidation. Pursuant to the Disclosure Statement Order, and in accordance with the Solicitation and Voting Procedures, the Togut Firm solicited votes to accept or reject the Plan and tabulated the Ballots of creditors voting to accept or reject the Plan.

#### **A. SERVICE AND TRANSMITTAL OF SOLICITATION PACKAGES**

4. Pursuant to the Disclosure Statement Order, and in accordance with the Solicitation and Voting Procedures, the Togut Firm caused to be served the Disclosure Statement, the Plan and Ballots. An Affidavit evidencing the Togut Firm’s service of the foregoing was filed with the Court on August 13, 2018 [Docket No. 444].

#### **B. THE TABULATION PROCESS**

5. The Disclosure Statement Order established July 18, 2018 as the Record Date for determining which holders of Claims were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. The Togut Firm followed the Disclosure Statement Order and Disclosure Statement to determine which holders of Claims were entitled to

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Plan or the Disclosure Statement Order.

vote to accept or reject the Plan and to determine voting amounts. Pursuant to the Disclosure Statement, holders of Claims in Class III (HMS General Unsecured Claim) and Class IV (General Unsecured Claims) (collectively, the “Voting Classes”) were entitled to vote on the Plan.

6. The Togut Firm generated Ballots for Holders of Class III and IV Claims entitled to vote to accept or reject the Plan (the “Ballots”). The Disclosure Statement Order established September 7, 2018 at 4:00 p.m. prevailing Eastern Time, as the date by which all Ballots have to be actually received by the Togut Firm in order to count as a valid vote to accept or reject the Plan (the “Voting Deadline”).

7. Pursuant to the Disclosure Statement Order, and in accordance with the Solicitation and Voting Procedures approved thereby, the Togut Firm received and tabulated Ballots as follows: each returned Ballot was opened and inspected at the Togut Firm’s office and all Ballots received on or before the Voting Deadline were then tabulated. In order for a Ballot to be counted as valid, the Ballot must have been properly completed and executed by the holder of a Claim, or such holder’s authorized representative, and must have been received on or before the Voting Deadline.

8. Set forth below is a summary of the voting results with respect to each Voting Class:

<b>Class</b>	<b>Claimant Name</b>	<b>Vote on Plan</b>	<b>Litigation Trust Election</b>	<b>Claim Amount</b>
IV	CDR Fundraising Group	Accept	None	\$48,750.00
IV	Copilevitz & Canter, LLC	Accept	None	\$1,140.93
IV	Detter Family Foundation	Accept	None	\$106,816.44
IV	Direct Mail Processors, Inc. a/k/a DMP	Accept	Elects	\$8,422.95
IV	Hana Fuchs	Accept	None	\$8,881.02
III	HelpMeSee, Inc.	Accept	Elects	\$16,054,348.00

Class	Claimant Name	Vote on Plan	Litigation Trust Election	Claim Amount
IV	Kaplan Kravet & Vogel P.C.	Reject	None	\$8,259.03
IV	L&E Meridian	Accept	Elects	\$1,359.48
IV	MDI Imaging & Mail, L.C.	Accept	None	\$5,076.43
IV	The Thompson Family Foundation	Accept	None	\$7,987,808.22
IV	Tri-State Envelope Corporation (Ballot 1)	Accept	Elects	\$6,051.52
IV	Tri-State Envelope Corporation (Ballot 2)	Accept	Elects	\$55,552.96

9. The Ballots received by the Togut Firm are maintained at the Togut Firm's office and are available for inspection by or submission to the Court.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: September 10, 2018

/s/ Maximilian A. Ferullo  
MAXIMILIAN A. FERULLO